

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	§	Chapter 11
EXCO RESOURCES, INC., <i>et al.</i> , <sup>1</sup>	§	Case No. 18-30155 (MI)
	§	
Debtors.	§	(Jointly Administered)

**EMERGENCY JOINT MOTION FOR ENTRY OF AN ORDER  
CONTINUING THE HEARINGS SCHEDULED FOR MARCH 18, 2019**

**THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.**

**EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: EXCO Resources, Inc. (2779); EXCO GP Partners Old, LP (1262); EXCO Holdings (PA), Inc. (1745); EXCO Holding MLP, Inc. (1972); EXCO Land Company, LLC (9981); EXCO Midcontinent MLP, LLC (0557); EXCO Operating Company, LP (1261); EXCO Partners GP, LLC (1258); EXCO Partners OLP GP, LLC (1252); EXCO Production Company (PA), LLC (7701); EXCO Production Company (WV), LLC (7851); EXCO Resources (XA), LLC (7775); EXCO Services, Inc. (2747); Raider Marketing GP, LLC (6366); and Raider Marketing, LP (4295). The location of the Debtors' service address is: 12377 Merit Drive, Suite 1700, Dallas, Texas 75251.

The debtors and debtors in possession (collectively, the “Debtors”), Fairfax Financial Holdings Limited (“Fairfax”), and the Official Committee of Unsecured Creditors (the “Committee”) (collectively, “the Parties”) respectfully state as follows in support of this motion.

**Relief Requested**

1. By this motion, the Parties request that the Court continue the hearings scheduled for March 18, 2019 at 2:30pm on the following motions:

- a. Debtor’s Motion to Estimate Proofs of Claim of Regency Intrastate Gas LP. [Docket No. 1242];
- b. Motion of Fairfax Financial Holdings Limited to Quash Deposition of Its Chairman Of The Board [Docket No. 1382];
- c. Joint Emergency Motion to Extend the Exclusivity Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof [Docket No. 1619]; and
- d. Motion to Seal Emergency Motion of the Official Committee for Entry of an Order (A) Authorizing it to File Under Seal the Complaint of the Official Committee of Unsecured Creditors in Conjunction with its Motion for (I) Leave, Standing, and Authority to Commence, and Prosecute Certain Claims and Causes of Action on Behalf of the Debtors Estates and (II) Settlement Authority and (B) Granting Related Relief Filed by Creditor Committee Official Committee of Unsecured Creditors [Docket No. 1625].

(collectively referred to as “the Motions”).

2. On March 14 and 15, 2019, the Debtors, Committee, Fairfax and other parties to this case participated in a mediation. The mediation has been productive and significant progress was made. The Parties wish to continue their negotiations.

**Basis for Relief**

3. Section 105(a) of the Bankruptcy Code authorizes a court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

6. Breaking off negotiations to prepare for hearings on Monday would be counterproductive. Continuing the hearings will serve the interests of efficiency and judicial economy. Accordingly, the Parties believe continuing the hearing is reasonable under the circumstances and will not prejudice parties in interest.

### **Emergency Consideration**

The Parties respectfully request emergency consideration of this motion in accordance with Bankruptcy Local Rule 9013-1. As set forth in this motion, the Parties are actively engaged in negotiations. Accordingly, the Parties request that the Court approve the relief requested in this motion on an emergency basis.

### **Notice**

The Debtors will provide notice of this motion to: (a) the Office of the U.S. Trustee for the Southern District of Texas; (b) the lenders under the Debtors' debtor-in-possession financing facility and counsel thereto; (c) the indenture trustee for the Debtors' 1.5 lien senior secured notes and counsel thereto; (d) the administrative agent and collateral trustee under the Debtors' 1.75 lien term loan facility and counsel thereto; (e) administrative agent under the Debtors' second lien term loan facility and counsel thereto; (f) the indenture trustee for the Debtors' 2018 senior notes; (g) the indenture trustee for the Debtors' 2022 senior notes; (h) counsels to certain 1.5 lien noteholders and 1.75 lien lenders; (i) ) the state attorneys general for states in which the Debtors conduct business; (j) counsel to Cross Sound Management LLC; (k) the United States Attorney's Office for the Southern District of Texas; (l) the Internal Revenue Service; (m) the United States Securities and Exchange Commission; (n) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; and (o) any party that

has requested notice pursuant to Bankruptcy Rule 2002. The Parties submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Parties request that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Respectfully Submitted,

*/s/ Elizabeth Freeman* \_\_\_\_\_  
**JACKSON WALKER, LLP**  
Elizabeth Freeman (TX Bar No. 24009222)  
Kristhy Peguero (TX Bar No. 24102776)  
1401 McKinney, Suite 1900  
Houston, TX 77010  
Telephone: 713-752-4200  
Facsimile: 713-754-6740  
Email: [efreeman@jw.com](mailto:efreeman@jw.com)  
[kpeguero@jw.com](mailto:kpeguero@jw.com)

*Co-Counsel for the Official Committee of Unsecured  
Creditors of EXCO Resources, Inc., et. al.*

*-and -*

**QUINN EMANUEL URQUHART & SULLIVAN, LLP**  
Patty Tomasco (SBN 01797600)  
711 Louisiana Street, Suite  
500 Houston, Texas 77002  
Telephone: (713) 221-7000  
Facsimile: (713) 221-7100  
Email: [pattytomasco@quinnemanuel.com](mailto:pattytomasco@quinnemanuel.com)

*Proposed Co-Counsel for the Official Committee of  
Unsecured Creditors of EXCO Resources, Inc., et. al.*

*-and-*

**BROWN RUDNICK LLP**

Robert J. Stark (admitted *pro hac vice*)  
Sigmund S. Wissner-Gross (admitted *pro hac vice*)  
Kenneth J. Aulet (admitted *pro hac vice*)  
Gerard T. Cicero (admitted *pro hac vice*)  
Seven Times Square  
New York, NY 10036  
Tel: (212) 209-4800  
Fax: (212) 209-4801  
Email: [rstark@brownrudnick.com](mailto:rstark@brownrudnick.com)  
[swissner-gross@brownrudnick.com](mailto:swissner-gross@brownrudnick.com)  
[kaulet@brownrudnick.com](mailto:kaulet@brownrudnick.com)  
[gcicero@brownrudnick.com](mailto:gcicero@brownrudnick.com)

-and-

Steven B. Levine (admitted *pro hac vice*)  
One Financial Center  
Boston, MA 02111  
Tel: (617) 856-8200  
Fax: (617) 856-8201  
Email: [slevine@brownrudnick.com](mailto:slevine@brownrudnick.com)  
*Counsel for the Official Committee of Unsecured Creditors  
of EXCO Resources, Inc., et. al.*

/s/ Christopher T. Greco, P.C.

Dated: February 16, 2019 Christopher T. Greco, P.C.  
(admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: [christopher.greco@kirkland.com](mailto:christopher.greco@kirkland.com)

-and-

Patrick J. Nash, Jr. P.C. (admitted *pro hac vice*)  
Alexandra Schwarzman (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: patrick.nash@kirkland.com  
Email: [alexandra.schwarzman@kirkland.com](mailto:alexandra.schwarzman@kirkland.com)  
*Counsel to the Debtors and Debtors in Possession*

*-and-*

Marcus A. Helt (TX: 24052187)  
Michael K. Riordan (TX: 24070502)  
**FOLEY GARDERE**  
1000 Louisiana St., Suite 2000  
Houston, Texas 77002  
Telephone: (214) 999-4526  
Facsimile: (214) 999-3526  
Email: mhelt@foley.com  
Email: [mrriordan@foley.com](mailto:mrriordan@foley.com)  
*Co-counsel to the Debtors and Debtors in Possession*

**KASOWITZ BENSON TORRES LLP**  
By: /s/ Andrew K. Glenn  
Andrew K. Glenn (aglenn@kasowitz.com)  
1633 Broadway  
New York, New York 10019  
Telephone: (212) 506-1700  
Facsimile: (212) 506-1800  
**Attorneys for Fairfax Financial**  
**Holdings Limited**

### **Certificate of Service**

I certify that on March 16, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Elizabeth Freeman  
Elizabeth Freeman